

DOCUMENT ID DESCRIPTION 200101101030

MERGER/DOMESTIC (MER)

50.00

10.00

PENALTY .00 CERT

.00

Receipt

This is not a bill. Please do not remit payment.

OHIO DIVISION OF FINANCIAL INSTITUTIONS ATTN: A. RUSSELL 77 S. HIGH ST COLUMBUS, OH 43266-0121

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

877750

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

FIFTH THIRD BANK

and, that said business records show the filing and recording of:

Document(s)

Document No(s):

MERGER/DOMESTIC

200101101030

United States of America State of Ohio Office of the Secretary of State Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 29th day of December, A.D. 2000.

Ohio Secretary of State

Queth Cachinell

DOCUMENT ID 200101101030

DESCRIPTION
MERGED OUT OF EXISTENCE (MEX)

FILING .00 EXPED . I

CERT

COPY -00

Receipt

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OHIO DIVISION OF FINANCIAL INSTITUTIONS ATTN: A. RUSSELL 77 S. HIGH ST COLUMBUS, OH 43266-0121

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

459995

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

FIFTH THIRD BANK

and, that said business records show the filing and recording of:

Document(s)

Document No(s):

MERGED OUT OF EXISTENCE

200101101030



United States of America State of Ohio Office of the Secretary of State Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 29th day of December, A.D. 2000.

Ohio Secretary of State

Queeth Cachinell

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OHIO DIVISION OF FINANCIAL INSTITUTIONS ATTN: A. RUSSELL 77 S. HIGH ST COLUMBUS, OH 43266-0121

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

655470

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

FIFTH THIRD BANK, CENTRAL OHIO

and, that said business records show the filing and recording of:

Document(s)

Document No(s):

MERGED OUT OF EXISTENCE

200101101030



United States of America State of Ohio Office of the Secretary of State Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 29th day of December, A.D. 2000.

Ohio Secretary of State

Cureth Cachinell

DOCUMENT ID 200101101030

DESCRIPTION
MERGED OUT OF EXISTENCE (MEX)

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Receipt

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OHIO DIVISION OF FINANCIAL INSTITUTIONS ATTN: A. RUSSELL 77 S. HIGH ST COLUMBUS, OH 43266-0121

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

564643

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

FIFTH THIRD BANK, OHIO VALLEY

and, that said business records show the filing and recording of:

Document(s)

Document No(s):

MERGED OUT OF EXISTENCE

----200101101030



United States of America State of Ohio Office of the Secretary of State Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 29th day of December, A.D. 2000.

Ohio Secretary of State

Quett Cachinell



I.

Prescribed by J. Kenneth Blackwell

Please obtain fee amount and mailing instructions from the Forms FLD VED Expedite this form — Inventory List (using the 3 digit form # located at the bottom of this form). To obtain the Forms Inventory List or for assistance, please call Customer Service:

2000 DFC 28 PM 3: 48

Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

SI	IRI	/Y\	אוי	C	FN	T	TY	7

Α.	The name of the entity surviving the merger is: Fifth Third Bank, Western Ohio
В.	Name Change: As a result of this merger, the name of the surviving entity has been changed to the following: Fifth Third Bank
(Con	uplete only if name of surviving entity is changing through the merger)
C.	The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)
X	Domestic (Ohio) for-profit corporation, charter number 877750
. [Domestic (Ohio) non-profit corporation, charter number
. [Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of and licensed to transact business in the State of Ohio under license number
	Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of and NOT licensed to transact business in the state of Ohio,
· [Domestic (Ohio) limited liability company, with registration number
С	Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of and registered to do business in the State of Ohio under registration number
	Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of and NOT registered to do business in the State of Ohio.
	Domestic (Ohio) limited partnership, with registration number
	Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of and registered to do business in the state of Ohio under registration number
	Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of and NOT registered to do business in the state of Ohio.
С	Domestic (Ohio) partnership having limited liability, with the registration number

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Secretary of State

		Foreign (Non-Ohio) partnership h			r the laws of the state/cou of Ohio under registration	
		Foreign (Non-Ohio) non-profit incand licensed to transact business in				
		Foreign (Non-Ohio) non-profit inc and not licensed to transact busine			county of	·
II.	The nan which is	ERGING ENTITY ne, charter/license/registration numbers a party to the merger are as follows ting the merging entities)				
	Name			State/Count	ry of Organization	Type of Entity
		Third Bank/459995	-		hio	Ohio bank
		Third Bank, Central Ohio	0/655470		hio :	Ohio bank
		Third Bank, Ohio Valley			hio	Ohio bank
		Third Bank, Northwester			J.S.A.	National ba
		Third Bank, Western Ohio			hio	Ohio bank
		TILLET BELLE, WESLETT OTHE			<u> </u>	OHIO CARA
III.	The nan	ERGER AGREEMENT ON FILE the and mailing address of the person the request: L. Reynolds	or entity from whom		ersons may obtain a copy in Square Plaza	of the agreement
	Cinci	(name)		Ohio	(street and number) 45263	
		(city, village or township)		(state)		(zip code)
IV.	This me filing; tl	FECTIVE DATE OF MERGER rger is to be effective on: December the effective date of the merger cannot be effective date of the merger).				
V.	The law This me under w	ERGER AUTHORIZED s of the state or country under which rger was adopted, approved and auth hich it is organized, and the persons ed to do so.	norized by each of th	e constituent entit	ties in compliance with the	
VI.	e T	ATUTORY AGENT				-
11.	The nan	ne and address of the surviving entity L. Reynolds	s statutory agent up		ocess, notice or demand main Square Plaza	nay be served is:
	Cinai	(name) innati			(street and number)	
	<u></u>		, Oh	10		
		(city, village or township) am MUST be completed if the survivi and to conduct business in the state of		entity which is n	(zip code) not licensed, registered or	otherwise
VII.	The und	CCEPTANCE OF AGENT lersigned, named herein as the statute		ve referenced sur	viving entity, hereby ack	nowledges

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Secretary of State

Signature of Agent MULL. My

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.)

VIII. STATEMENT OF MERGER

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity

IX. AMENDMENTS

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended. Please see attached "Exhibit A." (Please note, if there will be no change please state "no change")

X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

(name)	(street and number)
	Ohio
(city, village or township)	(zip code)

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's, or partnership having limited liability's license or registration to do business in Ohio expires or is canceled.

- B. The qualifying entity also states as follows: (Complete only if applicable)
 - Foreign Notice Under Section 1703.031
 (If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)
 - (a.) The name of the Foreign Nationally/Federally chartered bank, savings bank, or savings and loan association is

The name(s) of any Trade Name(s) u	nder which the corporation will condu	uct business:	
			, -
		<u> </u>	
The location of the main office (non-	Ohio) shall be:		
<u> </u>	(street address)	· · · · · · · · · · · · · · · · · · ·	
(city, township, or village)	(county)	(state)	(zip code)

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Secretary of State-

	(street address)							
	(city, township, or village)	(county)	· (state)	(zip cod				
	(Please note, if there will not be an office	in the state of Ohio, please	list none.)					
(e.)	The corporation will exercise the following (Please provide a brief summary of the busin			ent)				
(If t	eign Qualifying Limited Liability Compan he qualifying entity is a foreign limited liabil The name of the limited liability company i	ity company, the following i		mpleted.)				
(b.)	The name under which the limited liability	company desires to transact	business in Ohio is					
	The limited liability company was organized	d or registered on						
	er the laws of the state/country of The address to which interested persons may	u direct requests for copies	of the ortiolog of organi	ration analytic				
	the address to which interested persons may be ment, bylaws, or other charter documents of		or the articles of organi	zation, operatin				
				-				
		(street address)						
	(city, township, or village)		(state)	(zip code)				
(If tl (a.)	eign Qualifying Limited Partnership he qualifying entity is a foreign limited partn The name of the limited partnership is	ership, the following inform	• •	-				
(If tl (a.)	eign Qualifying Limited Partnership he qualifying entity is a foreign limited partn	ership, the following inform	• •	-				
(If the (a.) (b).	eign Qualifying Limited Partnership he qualifying entity is a foreign limited partn The name of the limited partnership is		ation must be complet	-				
(If the (a.) (b).	reign Qualifying Limited Partnership the qualifying entity is a foreign limited partn The name of the limited partnership is The limited partnership was formed on		ation must be complet	-				
(If the case) (a.) (b). (c.)	reign Qualifying Limited Partnership the qualifying entity is a foreign limited partn The name of the limited partnership is The limited partnership was formed on	nership in its state/country o	ation must be complet	ed).				
(If the case) (a.) (b). (c.)	reign Qualifying Limited Partnership the qualifying entity is a foreign limited partn The name of the limited partnership is The limited partnership was formed on The address of the office of the limited partnership (city, township, or village)	nership in its state/country o	ation must be complet	ed).				
(If the (a.) (b). (c.)	reign Qualifying Limited Partnership he qualifying entity is a foreign limited partn The name of the limited partnership is The limited partnership was formed on The address of the office of the limited partn (city, township, or village) The limited partnership's principal office address of the limited partnership's principal office address.	(street address) (county) (dress is: (street address)	ation must be complet f organization is: (state)	ed) .				
(If the (a.) (b). (c.)	eign Qualifying Limited Partnership he qualifying entity is a foreign limited partn The name of the limited partnership is The limited partnership was formed on The address of the office of the limited partn (city, township, or village) The limited partnership's principal office ad	(street address) (county) (dress is: (street address)	ation must be complet f organization is: (state)	ed) .				
(If the (a.) (b). (c.)	reign Qualifying Limited Partnership he qualifying entity is a foreign limited partn The name of the limited partnership is The limited partnership was formed on The address of the office of the limited partnership, or village) The limited partnership's principal office address of the limited partnership's principal office address of the names and business or residence address	(street address) (county) dress is: (street address) (county) (county) sses of the General partners	ation must be complet f organization is: (state)	ed).				

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FIFTH THIRD LÈGAL

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J. Kenneth Blackwell

*		Secretary of State
:	(f.)	The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:
i		(street address)
		(city, township, or village) (county) (state) (zip code) The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.
4.		reign Qualifying Partnership Having Limited Liability The name of the partnership shall be
	(b.)	Please complete the following appropriate section (either item b(1) or b(2)): (1.) The address of the partnership's principal office in Ohio is:
		(street name and number)
•		, Ohio (city, village or township) (zip code)
		(If the partnership does not have a principal office in Ohlo, then items b2 and item c must be completed)
· .		(2.) The address of the parmership's principal office (Non-Ohio):
		(street address)
	(c.)	(city, township, or village) (zip code) The name and address of a statutory agent for service of process in Ohio is as follows:
		(name) (street and number)
• •	•	(ciry, village or township) (zip code)
•	(d.)	Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed
٠. ,	(c.)	The business which the partnership engages in is:
.: ',		
•		
		ned constituent entities have caused this certificate of merger to be signed by its duly authorized ners and representatives on the date(s) stated below.
FIFT	н тні	RD BANK, WESTERN OHIO FIFTH THIRD BANK
(Exact nat	nte of en	(Exact name of entity)
		niel Sadlier & By:
	F <u>resi</u>	<u>dent</u>
		LAUNU

Secretary of State

			(street address)		-	
		(city, township, or village) limited partnership hereby certifies t nership in Ohio is canceled or withdo		ords until th	(state) te registration of t	(zip co he limited
		Qualifying Partnership Having Lin name of the partnership shall be	nited Liability			
(Ъ		se complete the following appropriat The address of the partnership's prir		b(2)):		
			(street name and number)	nio.		
		(city, village or town			(zip code)	
	(TF+	he partnership does not have a princ	cinal office in Ohio, then its	oms h2 and i	tem'e must he co	mnleted\
	(2)	ne parinersnip aves not nave a princ	cipii ojjice in Onio, inen id	ins oz unu i	iem e musi be coi	приегеш
	(2.)	The address of the partnership's prin	cipal office (Non-Ohio):	-		
			(street address)		** **	
		(city, township, or vil		nio is as follo	(state)	(zip co
(c.) The	name and address of a statutory agen	it for service of process in O	10 13 23 1011	•	
(c.) The	name and address of a statutory agen			et and number)	
(c.) The		, Ohio		·	
		(name) (city, village or township)	, Ohio	(stree	de)	formed
		(name)	, Ohio	(stree	de)	formed
(d.	.) Plea	(name) (city, village or township) se indicate the state or jurisdiction in	, Ohio, which the Foreign Limited	(stree	de)	formed
(d.	.) Plea	(name) (city, village or township)	, Ohio, which the Foreign Limited	(stree	de)	formed
(d.	.) Plea	(name) (city, village or township) se indicate the state or jurisdiction in	, Ohio, which the Foreign Limited	(stree	de)	formed
(d.	.) Plea	(name) (city, village or township) se indicate the state or jurisdiction in	, Ohio, which the Foreign Limited	(stree	de)	formed
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Secretary of	State
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lts: President	Its: President
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Secretary of State

Description Continue of entity Continue of en	FIFTH THIRD BANK, CENTRAL OHIO	FIFTH THIRD BANK, OHIO VALLEY
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Its: President Its:	By: Patrick J. Fehring, Jr.	By: Stewart Greenlee
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(Exact name of entity) By:	Date:	Date: 10/27/2000
(Exact name of entity) By:		
By: Donald Kincade By: Its: Date:		
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Date: Date:	By: Donald Kincade	Ву:
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FIFTH THIRD LEGAL

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J. Kenneth Blackwell

Secretary of State

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EXHIBIT A

AMENDED ARTICLES OF INCORPORATION

OF

FIFTH THIRD BANK, WESTERN OHIO

FIRST: The name of this Corporation shall be Fifth Third Bank.

SECOND: The place in Ohio where its principal office is to be located is Cincinnati,

Hamilton County, Ohio.

THIRD: This Corporation is formed for the purpose of (a) receiving on deposit or in trust,

moneys, securities and other valuable property, on such terms as may be agreed, and of doing the business of a savings bank and of a trust company; (b) disposing of box vaults for safekeeping of valuables by lease or otherwise; (c) investing and loaning the funds of the company and those received by it on deposit or in trust; (d) doing a commercial banking business; (e) doing the business of a special plan bank; and (f) doing any other lawful act or activity for which banking corporations may be formed under Ohio law; and in furtherance of said purposes, to exercise all of the powers which may be lawfully exercised by a corporation

formed therefor, and to do all things necessary or incident thereto.

FOURTH: The maximum number of shares which this Corporation is authorized to have outstanding shall be Four Hundred Fifty-Four Thousand Forty-Two (454,042)

shares of common stock, with a par value of Ten Dollars (\$10.00) per share.

FIFTH: No holder of any share or shares of any class issued by this Corporation shall be entitled as such, as a matter of right, at any time, to subscribe for or purchase (i)

any class issued by this Corporation now or hereafter authorized.

shares of any class issued by this Corporation, now or hereafter authorized, (ii) securities of this Corporation convertible into or exchangeable for shares of any class issued by this Corporation, now or hereafter authorized, or (iii) securities of this Corporation to which shall be attached or appertain to any rights or options whether by the terms of such securities or in the contracts, warrants, or other instruments (whether transferable or non-transferable or separable or inseparable from such securities) evidencing such rights or options entitling the holders thereof to subscribe for or purchase shares of any class issued by this Corporation, now or hereafter authorized; it being the intent and is the effect of this Article Fifth to fully eliminate any and all pre-emptive rights with respect to the shares of

SIXTH:

When authorized by the affirmative vote of a majority of the Board of Directors, without the action or approval of the shareholders of this Corporation, and when approved in advance by the Ohio Superintendent of Banks, this Corporation may redeem, purchase, or contract to purchase, at any time and from time to time, shares of any class issued by this Corporation for such prices and upon and subject to such terms and conditions that the Board of Directors may determine.

SEVENTH: These Amended Articles of Incorporation supersede and take the place of the existing Articles of Incorporation.

STATE OF OHIO DEPARTMENT OF COMMERCE DIVISION OF FINANCIAL INSTITUTIONS

CERTIFICATE OF APPROVAL

THIS IS TO CERTIFY:

WHEREAS, Fifth Third Bank, Western Ohio, Dayton, Ohio, is an Ohio state-chartered bank doing business under authority granted by the Superintendent of Financial Institutions and subject to Chapters 1101. to 1127. of the Ohio Revised Code; and

WHEREAS, on October 24, 2000, Fifth Third Bank, Western Ohio filed with the Division of Financial Institutions applications for approval of the mergers of Fifth Third Bank, Cincinnati; Fifth Third Bank, Central Ohio, Columbus; Fifth Third Bank, Ohio Valley, Hillsboro; and Fifth Third Bank, Northwestern Ohio, N.A., Toledo; with and into Fifth Third Bank, Western Ohio under the name Fifth Third Bank pursuant to the agreements by and among said institutions; and

WHEREAS, having considered the relevant facts and circumstances and applicable law, we, the undersigned have determined that:

- 1. The merger of Fifth Third Bank; Fifth Third Bank, Central Ohio; Fifth Third Bank, Ohio Valley; and Fifth Third Bank, Northwestern Ohio, N.A., with and into Fifth Third Bank, Western Ohio ("the merger") will not result in a monopoly or further any combination or conspiracy to monopolize or to attempt to monopolize the business of banking in any part of this state or any markets served by Fifth Third Bank as the surviving bank;
- The effect of the merger will not be to substantially lessen competition, tend to create a monopoly, or in any other manner restrain trade in any part of this state and any markets served by said surviving bank;
- 3. The financial and managerial resources and future prospects of Fifth Third Bank, Western Ohio are adequate to withstand the impact of the merger;
- 4. The merger will not have an adverse effect on the convenience and needs of the communities to be served by the surviving bank; and
- 5. Upon completion of the merger, the surviving bank will meet the requirements of Chapters 1101. to 1127. of the Ohio Revised Code.

NOW, THEREFORE, pursuant to Section 1115.11 of the Ohio Revised Code, we hereby approve the merger of Fifth Third Bank, Fifth Third Bank, Central Ohio; Fifth Third Bank, Ohio Valley; and Fifth Third Bank, Northwestern Ohio, N.A., with and into Fifth Third Bank, Western Ohio, subject to all of the following conditions:

1. The merger and related transactions shall be done in accordance with the terms of the agreements by and among Fifth Third Bank; Fifth Third Bank, Central Ohio; Fifth Third Bank, Ohio Valley; Fifth Third Bank, Northwestern Ohio, N.A.; and Fifth Third Bank, Western Ohio;

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- 2. All representations and commitments made by Fifth Third Bank, Western Ohio in the application shall be binding upon said bank as the surviving bank;
- 3. Prior to consummation of the merger, Fifth Third Bank, Western Ohio shall have received all of the required federal approvals for the merger and related transactions;
- 4. The merger shall be effective on the date specified in the certificate of merger or, if no date is so specified, on the date the certificate of merger is filed with the Secretary of State of Ohio;
- 5. The surviving bank shall retire and cancel all subordinated notes issued by each of the constituent banks to the merger that, immediately preceding the merger, were held by another constituent bank to the merger;
- 6. The surviving bank shall prepare and submit to the Division of Financial Institutions a schedule of all of the subsidiaries of the bank after the merger, identifying each subsidiary by name, describing the activities it is engaged in, showing its relationship to any other subsidiaries, classifying it as an operating subsidiary or bank subsidiary corporation, showing the bank's total investment in the subsidiary in dollars and as a percentage of capital, identifying any conditions on the subsidiary outstanding from the Division's prior approvals of any constituent bank's actions regarding the subsidiary, and identifying any matters regarding the subsidiary the bank puts forth for reconsideration by the Division; and
- 7. The surviving bank shall publish the fact of the consummation of the merger in newspapers of general circulation in Franklin, Hamilton Highland, Lucas and Montgomery Counties, Ohio, within two weeks after the effective date thereof and file copies of such notices showing the newspapers and dates of publication with the Division of Financial Institutions within thirty days after publication, as required by §1115.18 of the Ohio Revised Code.

IN WITNESS WHEREOF, we hereunto set our hands this Twenty-ninth day of November, 2000.

F. Scott O'Donnell, Superintendent Division of Financial Institutions

Dávid A. Arnold

Deputy Superintendent for Banks